

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

PEAR THERAPEUTICS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10429 (TMH)
(Jointly Administered)

**DECLARATION OF ANGELA TSAI IN SUPPORT OF
CONFIRMATION OF THE COMBINED DISCLOSURE
STATEMENT AND CHAPTER 11 PLAN OF LIQUIDATION OF PEAR
THERAPEUTICS, INC. AND PEAR THERAPEUTICS(US), INC.**

I, Angela Tsai, hereby declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge and belief, and after reasonable inquiry, the following is true and correct:

1. I am a Director at Stretto, Inc. ("Stretto"), which has offices located at 410 Exchange, Suite 100, Irvine, California 92602. I am over the age of eighteen years. I do not have a direct interest in the chapter 11 cases and should be considered an impartial party. I am duly authorized to submit this declaration on behalf of Stretto (the "Declaration").

2. On April 12, 2023, the Court authorized Stretto's retention as the claims and noticing agent to the Debtors pursuant to the *Order (I) Authorizing the Appointment of Stretto, Inc. as Claims and Noticing Agent and (II) Granting Related Relief* [Dkt. No. 51] (the "Stretto Claims and Noticing Retention Order"). On May 17, 2023, the Court authorized Stretto's retention as administrative advisor to the Debtors pursuant to the *Order Authorizing Retention and Appointment of Stretto, Inc. as Administrative Advisor Effective as of the Petition Date* [Dkt. No.

¹The Debtors in these Chapter 11 Cases (as defined below), along with the last four digits of each Debtors' federal tax identification number are: Pear Therapeutics, Inc. (3092) and Pear Therapeutics (US), Inc. (7074). The Debtors' corporate mailing address is c/o Sonoran Capital Advisors, 1733 N Greenfield Rd Ste 104, Mesa, AZ 85205.

174] (the “Stretto Administrative Advisor Retention Order” and together with the Stretto Claims and Noticing Retention Order, the “Stretto Retention Orders”). The Stretto Retention Orders authorize Stretto to assist the Debtors with the service of solicitation materials and tabulation of votes cast to accept or reject the Combined Disclosure Statement and Plan. Stretto and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans. *See, e.g., In re Valaris plc*, No. 20-34114 (MI) (Bankr. S.D. Tex.); *In re Nieman Marcus Group LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex.); *In re Hornbeck Offshore Services, Inc.*, No. 20-32679 (DRJ) (Bankr. S.D. Tex.); *In re Barneys New York, Inc.*, No. 19-36300 (CGM) (Bankr. S.D.N.Y.); *In re Elk Petroleum, Inc.*, No. 19-11157 (LSS) (Bankr. D. Del.); *In re Z Gallerie, LLC*, No. 19-10488 (KBO) (Bankr. D. Del.); *In re Francis’ Drilling Fluids, Ltd.*, No. 18-35441 (MJ) (Bankr. S.D. Tex.); *In re Oklahoma ProCure Management, LLC*, No. 18-12622 (MFW) (Bankr. D. Del.); *In re Sancilio Pharmaceuticals Company, Inc.*, No. 18-11333 (CSS) (Bankr. D. Del.); *In re BICOM NY, LLC*, No. 17-11906 (MEW) (Bankr. S.D.N.Y.).

3. I submit this Declaration in connection with the solicitation and tabulation of votes cast on the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Pear Therapeutics, Inc. and Pear Therapeutics (US), Inc.* dated as of March 22, 2024 [Dkt. No. 655] (as amended, supplemented, or modified from time to time, including as Dkt No. 658, the “Combined Disclosure Statement and Plan”).² I am not being compensated for this testimony other than compensation that Stretto is receiving as a professional services firm retained by the Debtors pursuant to the Stretto Retention Orders.

4. The statements in this Declaration are, except where specifically noted, based on my personal knowledge or opinion, on information that I have received from the Debtors’

² Capitalized terms used but not otherwise defined herein have the meanings set forth in the Combined Disclosure Statement and Plan or the Interim Disclosure Statement Order (as defined below).

employees or advisors, or employees of Stretto working directly with me or under my supervision, direction, or control.

Background

5. On March 22, 2024, the Court entered the *Order (A) Approving the Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; (B) Establishing the Solicitation and Tabulation Procedures; (C) Approving the Form of Ballots and Solicitation Materials; (D) Establishing the Plan Confirmation Schedule; and (E) Granting Related Relief* [Dkt. No. 653] (the “Interim Disclosure Statement Order”).

6. Pursuant to the Interim Disclosure Statement Order, and in accordance with the solicitation procedures and the tabulation rules set forth therein (collectively, the “Solicitation Procedures and Tabulation Rules”), Stretto worked with the Plan Proponents to solicit votes for the Combined Disclosure Statement and Plan. The Combined Disclosure Statement and Plan designates Claims in Class 4 (General Unsecured Creditors) (the “Voting Class”) as Impaired and entitled the Holders of such Claims to vote on the Combined Disclosure Statement and Plan. The Interim Disclosure Statement Order established 11:59 p.m. (prevailing Eastern Time) on March 18, 2024 as the Voting Record Date for determining which Holders of Claims or Interests were entitled to receive Solicitation Packages and, where applicable, vote on the Combined Disclosure Statement and Plan.

7. Pursuant to and in accordance with the Interim Disclosure Statement Order, Stretto completed service of the Solicitation Packages (including the Ballots) on Holders of Claims entitled to vote on the Combined Disclosure Statement and Plan on March 27, 2024. A certificate of service evidencing Stretto’s service of the foregoing was filed with the Court on April 2, 2024 [Dkt. No. 661]. Furthermore, free copies of the Combined Disclosure Statement and Plan and all

other documents filed in these cases are available on the internet at <https://cases.stretto.com/peartherapeutics>.

8. The Interim Disclosure Statement Order established April 29, 2024 at 5:00 p.m. (prevailing Eastern Time) as the deadline by which all Ballots were to have been received by Stretto in order to be counted as a valid vote to accept or reject the Combined Disclosure Statement and Plan (the “Voting Deadline”).

9. Stretto received and tabulated the Ballots as follows:

a. With respect to hard copy Ballots:

- i. Each returned Ballot was opened and/or inspected at Stretto’s offices; and
- ii. Ballots were date-stamped upon receipt.

b. With respect to Ballots submitted through the online portal:

- i. Encrypted ballot data, date-stamp, and audit trail were created upon submittal; and
- ii. Electronic images of Ballots were created using the submitted ballot data.

10. For a Ballot to be counted as valid, the Ballot was required to have complied with the Solicitation and Voting Procedures, including the requirement that the Ballot be properly completed, executed by the Holder of the Claim (or such Holder’s authorized representative), be submitted by an entity entitled to vote, and received by Stretto on or before the Voting Deadline. Ballots that did not comply with the Solicitation Procedures were not counted. Except as set forth herein or in the attached exhibits, (a) all Ballots that complied with the Solicitation and Voting Procedures were tabulated in accordance with these tabulation rules, which were not modified in any respect, (b) there were no defects or irregularities with any of the Ballots, and (c) no votes were changed or modified after they were cast without the express written consent to do so by the

Holder of the Claim (or such Holder's authorized representative) pursuant to the Interim Disclosure Statement Order.

11. Stretto also examined each valid ballot to determine which creditors opted out of the Third Party Release provided in Section 14.1(c) of the Combined Disclosure Statement and Plan (the "Release Opt-Out"). Based on this review, eight (8) Holders of Claims in the Voting Class affirmatively selected the Release Opt-Out.

12. I hereby certify that the results of the voting by Holders of Claims in the Voting Class are as set forth in Exhibit A to this Declaration, which is a true and correct copy of the final tabulation of votes, cast by timely and properly completed Ballots received by Stretto.

13. I hereby certify that attached hereto as Exhibit B is a detailed voting report of all tabulated Ballots submitted to Stretto as of the filing of this Declaration.

14. As reflected on Exhibit C attached hereto, I hereby certify that there was one (1) abstaining Ballot submitted to Stretto as of the filing of this Declaration.

15. I hereby certify that attached as Exhibit D is a detailed voting report of all non-tabulated Ballots submitted to Stretto as of the filing of this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: May 1, 2024

/s/ Angela Tsai
Angela Tsai
Director, Corporate Restructuring
Stretto, Inc.

EXHIBIT A
Final Tabulation Results

Pear Therapeutics, Inc., et al.**Exhibit A – Final Tabulation Results**

CLASS	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount/Share Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount/Share Voted)	NUMBER (% of Number Voted)
Class 4 – General Unsecured Claims	\$13,526,001.57 (87.67%)	48 (94.12%)	\$1,901,549.20 (12.33%)	3 (5.88%)

EXHIBIT B

Ballot Details

Pear Therapeutics, Inc., et al.**Exhibit B – Ballot Details**

COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT?	VOTING AMOUNT	DATE RECEIVED	OPT OUT OF THE THIRD PARTY RELEASE?
1	The Clay Company, Inc.	1	Accept the Plan	\$15,000.00	04/01/2024	No
2	UpScript, LLC	2	Accept the Plan	\$4,000.00	04/01/2024	No
3	Phoenix Capital Management LLC dba Upscript LLC	3	Accept the Plan	\$4,000.00	04/01/2024	No
4	The Linde Group	4	Accept the Plan	\$3,540.00	04/02/2024	No
5	KnowBe4, Inc.	5	Accept the Plan	\$12,679.87	04/03/2024	Yes
6	Lance M. Crowe dba Crowe Solutions, LLC	6	Accept the Plan	\$7,500.00	04/03/2024	No
7	Crowe Solutions, LLC	7	Accept the Plan	\$6,750.00	04/03/2024	No
8	Angelo Valeri [Angelo J. Valeri]	8	Accept the Plan	\$14,850.00	04/04/2024	No
9	TRC Master Fund LLC [as Assignee of McGrath Consulting Group, Inc]	10	Accept the Plan	\$30,150.00	04/04/2024	No
10	The Garner Group LLC	11	Accept the Plan	\$10,000.00	04/04/2024	No
11	Crossroads An Artia Solutions Conference Inc	12	Accept the Plan	\$50,000.00	04/04/2024	No
12	Patient 0015b00002C49jGAA R	13	Accept the Plan	\$100.00	04/07/2024	No
13	Lee M. Ritterband, PHD	14	Accept the Plan	\$6,400.00	04/07/2024	No
14	State Street Associates Inc.	15	Accept the Plan	\$16,000.00	04/08/2024	No
15	TTEC Government Solutions, LLC	16	Accept the Plan	\$109,053.00	04/08/2024	Yes
16	CP 200 State LLC	17	Accept the Plan	\$1,491,287.37	04/08/2024	Yes
17	Raymond F Anton	18	Accept the Plan	\$930.00	04/09/2024	No

18	Waypoint Health Innovations, LLC	19	Reject the Plan	\$60,000.00	04/09/2024	Yes
19	Patient #000003	20	Accept the Plan	\$163.00	04/09/2024	No
20	Daniel D Cave dba MountainsCall Consulting LLC	21	Accept the Plan	\$500.00	04/09/2024	No
21	Stephen Kin-Ming Eng	22	Accept the Plan	\$4,350.00	04/10/2024	No
22	Tress Capitol Advisors	23	Reject the Plan	\$9,250.00	04/10/2024	No
23	Patient 0015b00002CiSrSAA V	24	Accept the Plan	\$100.00	04/10/2024	No
24	Daniel E. Peterson	25	Accept the Plan	\$2,346,075.13	04/12/2024	No
25	WSI PGB, LLC	26	Accept the Plan	\$15,000.00	04/12/2024	No
26	Erik Andersson [The Swedish Group]	27	Accept the Plan	\$2,500.00	04/14/2024	No
27	Solutions Through Software, Inc.	28	Accept the Plan	\$17,205.00	04/15/2024	No
28	Goff Public, Inc.	29	Accept the Plan	\$15,000.00	04/15/2024	No
29	Comprehend, Inc.	30	Accept the Plan	\$39,703.05	04/15/2024	No
30	Patient 0015b00002C6Sy8AA F	31	Accept the Plan	\$150.00	04/15/2024	No
31	Triumph Treatment Services	32	Accept the Plan	\$222,244.20	04/17/2024	Yes
32	John Gaspar	33	Accept the Plan	\$2,587.50	04/18/2024	No
33	Perceptive Credit Holdings III, LP	34	Accept the Plan	\$7,500,000.00	04/18/2024	No
34	Elizabeth Whalen dba LW Graphic Design	35	Accept the Plan	\$1,610.00	04/18/2024	No
35	Health Services Consulting Corporation	36	Accept the Plan	\$2,925.00	04/18/2024	No
36	Strategies 360, Inc.	37	Accept the Plan	\$8,000.00	04/19/2024	No
37	SVASUM AB	38	Accept the Plan	\$125,000.00	04/20/2024	Yes
38	American Society of Addiction Medicine Inc. [ASAM]	39	Accept the Plan	\$13,500.00	04/20/2024	No
39	Turner Boyd LLP	40	Accept the Plan	\$7,971.00	04/23/2024	No
40	Soying Tsang Eng	41	Accept the Plan	\$2,190.00	04/27/2024	No
41	CRG Financial LLC [as assignee of Talbert Government Relations LLC]	43	Accept the Plan	\$15,150.00	04/29/2024	No

42	CRG Financial LLC [as assignee of Patek & Associates LLC]	44	Accept the Plan	\$20,000.00	04/29/2024	No
43	CRG Financial LLC [as assignee of Eldon Mulder dba The Mulder Company]	45	Accept the Plan	\$4,250.00	04/29/2024	No
44	CRG Financial LLC [as assignee of Alanda Software, LLC]	46	Accept the Plan	\$8,111.09	04/29/2024	No
45	CRG Financial LLC [as assignee of Brownstein Hyatt Farber Schreck LLP]	47	Accept the Plan	\$46,750.00	04/29/2024	No
46	CRG Financial LLC [as assignee of Messina Group, Inc. dba TMG LLC]	48	Accept the Plan	\$7,500.00	04/29/2024	No
47	Veridus LLC	49	Accept the Plan	\$13,000.00	04/29/2024	No
48	Kevin Douglas Smale	50	Accept the Plan	\$95,114.73	04/29/2024	No
49	Truepill	51	Accept the Plan	\$228,361.63	04/29/2024	No
50	Michigan Department of Health and Human Services	52	Reject the Plan	\$1,832,299.20	04/29/2024	Yes
51	South Carolina Department of Corrections ³	53	Accept the Plan	\$978,750.00	4/30/2024	Yes

³ The Debtors determined, in their discretion pursuant to the Interim Disclosure Statement Order, to accept the ballot submitted by South Carolina Department of Corrections after the Voting Deadline.

EXHIBIT C

Abstain Ballot

Pear Therapeutics, Inc., et al.**Exhibit C – Abstain Ballot**

COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT?	VOTING AMOUNT	DATE RECEIVED	OPT OUT OF THE THIRD PARTY RELEASE?
1	Covington & Burling LLP	9	Abstain	\$172,408.88	04/04/2024	Yes

EXHIBIT D

Report of Ballots Excluded from Tabulation

Pear Therapeutics, Inc., et al.**Exhibit D – Report of Ballots Excluded from Tabulation**

COUNT	CLASS	ENTITY NAME	BALLOT NO.	VOTING AMOUNT	DATE RECEIVED	REASON(S) FOR EXCLUSION
1	4	Oracle America, Inc., successor in interest NetSuite, Inc. ("Oracle")	42	\$0.00	4/26/2024	Not entitled to vote